

NATIONAL RAILWAY EQUIPMENT CO.



HOME OFFICE: 14400 S ROBESY STREET P O BOX 2270 · DIXMOOR, ILLINOIS 60426
TELEPHONE (708) 388-6002 · FAX (708) 388-2487

RECORDATION NO. 25250-A FILED

SEP 30 '10 -3 43 PM

September 24, 2010

~~SURFACE TRANSPORTATION BOARD~~

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001



Attn: Equipment Recordation

To Whom It May Concern:

On behalf of National Railway Equipment Co., I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Addendum to the Locomotive Lease Agreement Dated October 4, 2004, effective September 1, 2010.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: National Railway Equipment Co.
14400 S. Robey St.
Dixmoor, IL 60426

Lessee: Border Pacific Railroad Co.
P.O. Drawer
Rio Grande City, TX 78582 - 0156

The Addendum acts to extend the lease dated October 4, 2004, and establish that provided that there is no continuing event of default, title shall pass upon payment of all monthly rental payments. all Lessee obligations pursuant to the Lease shall survive passage of title, and otherwise continue the terms of the lease. We believe that the Addendum should be recorded under the next available letter under Recordation No. 25250, which we believe to be "-A".

A description of the equipment covered by the Addendum is as follows:

One EMD GP-9 Four Axle General Purpose Locomotive, bearing road number
BOP #98

A short summary of the document to appear in the index is as follows:

“Addendum to the Locomotive Lease Agreement Dated October 4, 2004”

Also enclosed is a check in the amount of \$41.00 payable to the Surface Transportation Board to cover the required recordation fee for the attached agreement.

Please date-stamp and return an original copy after recordation to:

Brandon Eichhorn
National Railway Equipment Co.
14400 South Robey Street
Dixmoor, IL 60426

Sincerely Yours,

NATIONAL RAILWAY EQUIPMENT CO.

By: 
Brandon W. Eichhorn

RECORDATION NO. 25250-A FILED

ADDENDUM to the LOCOMOTIVE LEASE AGREEMENT

DATED OCTOBER 4TH, 2004

BETWEEN

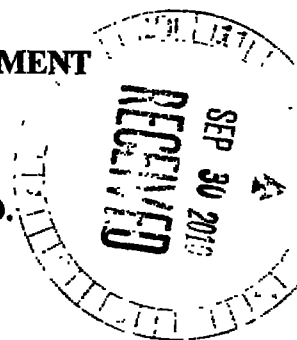
BORDER PACIFIC RAILROAD CO.

AND NATIONAL RAILWAY EQUIPMENT CO.

(hereafter, the "Lease")

SEP 30 '10 -3 43 PM

SURFACE TRANSPORTATION BOARD



The parties to the Lease agree to extend such Lease and intend that Lease remain in effect, except as amended below. All terms and conditions in the Lease will remain in full force and effect, except as amended below.

This Addendum amends the Lease dated the 4th day of October, 2004 by and between the National Railway Equipment Co. (LESSOR) and Border Pacific Railroad Co. (LESSEE) as follows:

LEASE RATE

UNIT NO.	REPLACEMENT VALUE	LEASE TERM	LEASE RATE MONTHLY
BOP #98,		19 Months	

Provided that there is no continuing event of default, title shall pass upon payment of all monthly rental payments, all LESSEE obligations pursuant to the Lease shall survive passage of title.

COMMENCEMENT DATE: SEPTEMBER 1, 2010

LESSOR: NATIONAL RAILWAY EQUIPMENT CO.

BY:

NAME: James M. Wurtz, Jr.

**TITLE: VP – Marketing & Sales
(9-8-2010)**

LESSEE: BORDER PACIFIC RAILROAD CO.

BY:

NAME: Jose A. Escamilla

TITLE: Vice President

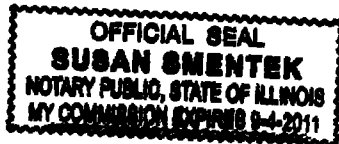
STATE OF Illinois _____)
)SS
COUNTY OF Cook _____)

On this 8th day of September, 2010, before me appeared
James M. Wurtz, Jr., the person who signed this instrument who acknowledged that (s) he
is the VP – Marketing & Sales of National Railway Equipment Co. and that, being duly
authorized, (s) he signed such instrument as a free act on behalf of said corporation.

Susan Smentek

Notary Public

[Seal]

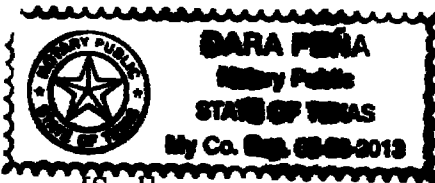


My Commission Expires:

9-4-2011

STATE OF Texas _____)
) SS.
COUNTY OF Starr _____)

On this 10th day of Sept., 2010 before me appeared
Jose A. Escamilla the person who signed this instrument who acknowledged that
(s) he is an officer of Border Pacific Railroad Co. and that, being
duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.



[Seal]

Sara Peña

Notary Public

My Commission Expires:

05-26-13